

Charter

Corporate Governance Committee

Muangthai Leasing Public Company

Limited

1. Objective

The Corporate Governance Committee approved by the Board of Directors. The Corporate Governance Committee's duties are support work of the Board of Director to determine the policy and guidelines on various aspects of the company. To continuously develop the corporate social, create a good ethics for work and enhance the corporate culture that all employees have the knowledge and can be used in the actual work thoroughly and continuously. To provide an administration proceeded on the basis of merit, quality and efficiency in line with the corporate governance of listed companies as well as international best practices. In order to create confidence for investors and stakeholders.

2. Composition and Property

1. The Corporate Governance Committee appointed by the Board of Directors compose of chief executive officer and committee at least by 3 people. Although the remaining committee will do the business when the position of committee to be vacant. If the position of committee reduced until less than a quorum. The remaining committee will do business to arrange a meeting of the Board of Directors to proceed with the appointment of additional committee to fill the only vacancy.
2. The Corporate Governance Committee are competent as well as able to devote the time and sufficiently opinion to work as a Corporate Governance Committee of moral ethics and responsibility.

3. The Corporate Governance Committee are moral ethics and responsibility.
4. The Corporate Governance Committee assigned to a company secretary as an official secretary of the corporate governance committee.

3. Terms of Committee

1. The term of service of the Committee Member is fixed for a period of three years. The resigning Committee Members may be re-appointed for another term.
2. the Corporate Governance Committee member has to resign once:
 - Upon the expiration of the term of service
 - Upon the expiration of Committee
 - Died
 - Resign
 - The Board of Directors decided to retire
3. Any director who wishes to resign from his office shall submit a resignation letter to Chief Executive Officer or less than 30 days. Except for a force majeure approved by the board
4. When The Corporate Governance Committee retired before their term expires. The Board of Directors which assists appointing another director who is fully qualified to replace as position in terms of the Corporate Governance retiring member.

4. Roles and Responsibilities

1. To propose a policy of the corporate governance to the Board of Directors.
2. Overseeing the company's operations according to the corporate governance of the institution such as The Stock Exchange of Thailand and The Securities and Exchange Commission.
3. To reconsider a regularly policy of the corporate governance to comply with the international guideline.
4. To consider for propose a good performance of corporate governance or propose a regulatory to committee.
5. To propose a provision about the code of conduct in the company's business operations and a good performance of the board and staff.
6. To promote the dissemination of culture for a good corporate governance and participation in social responsibility activities.

5. Meeting

1. The Corporate Governance Committee determined for meeting schedule at least 4 times a year and additional meeting may be held by the Chairman
2. In the meeting of the Corporate Governance Committee must have attended at least half of the members shall form a quorum.
3. If the Chairman of the Corporate Governance Committee is not in the meeting or unable to perform their duties. The Corporate

Governance Committee at the meeting shall select as a chairman of the meeting.

4. Decisions of the meeting shall be by majority vote. If the votes are equal, the chairman of the meeting shall have a casting vote.

6. Charter Revision

The Cooperate Governance Committee will review and assess its adequacy and the appropriateness of charter annually and if there is a significant improvement will present for approval by the Board of Directors' Meeting as appropriate.

7. Report

1. Report to the Board of Directors regularly about the activities of the Corporate Governance Committee and make recommendations as appropriate.
2. Report to the shareholders in the annual report and the annual statements.

8. Performance Evaluation

The Corporate Governance Committee evaluate performance results every year by self-assessment. And assessment reports with the problems of the performance not achieve the purpose of the Corporate Governance Committee to the Board of Directors.

9. Compensation

The Board of Directors is proposing the compensation of Chairman and Corporate Governance Committee for approval at the Annual General Meeting of shareholder.